UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC, as trustee, Plaintiff, v. SANOFI, Defendant.	:	Case No. 15 Civ. 8725 (GBD) ECF CASE

DECLARATION OF JOSHUA S. AMSEL IN SUPPORT OF DEFENDANT'S MOTION TO DISMISS COUNTS II AND III OF THE COMPLAINT

I, Joshua S. Amsel, under penalty of perjury, declare as follows:

1. I am an attorney admitted to practice before this Court and a partner with the law firm of Weil, Gotshal & Manges LLP, attorneys for Defendant Sanofi in the above-captioned action. I submit this declaration in support of Defendant's motion to dismiss Counts II and II of the Complaint.

2. True and correct copies of the following exhibits are attached hereto.

Exhibit	Description
1	U.S. Food and Drug Administration ("FDA"), Alemtuzumab Background Package for the Peripheral and Central Nervous System Drugs Advisory Committee Meeting (BLA 103948/5139), dated November 13, 2013 (excerpts) <available at http://www.fda.gov/downloads/AdvisoryCommittees/CommitteesMeetingMaterials/Drugs/PeripheralandCentralNervousSystemDrugsAdvisoryCommittee/UCM374186.pdf>
2	FDA, Guidance for Industry: E 10 Choice of Control Group and Related Issues in Clinical Trials, dated May 2001 <available at http://www.fda.gov/downloads/drugs/guidancecomplianceregulatoryinformation/guidances/ucm073139.pdf>
3	FDA, Center for Drug Evaluation & Research: Manual of Policies & Procedures § 6025.4 <available at http://www.fda.gov/downloads/aboutfda/centersoffices/officeofmedicalproductsandtobacco/cder/manualofpoliciesprocedures/ucm370948.htm>

Exhibit	Description
4	Transcript of Peripheral and Central Nervous System Drugs Advisory Committee Meeting, Silver Spring, Maryland (November 13, 2013) <available at http://www.fda.gov/downloads/AdvisoryCommittees/CommitteesMeetingMaterials/Drugs/PeripheralandCentralNervousSystemDrugsAdvisoryCommittee/UCM386059.pdf>
5	U.S. National Institutes of Health: Comparison of Alemtuzumab and Rebif Efficacy in Multiple Sclerosis, Study One (CARE-MS I) <available at http://clinicaltrials.gov/ct2/show/NCT00530348>
6	U.S. National Institutes of Health: Comparison of Alemtuzumab and Rebif Efficacy in Multiple Sclerosis, Study Two (CARE-MS II) <available at http://clinicaltrials.gov/ct2/show/NCT00548405>
7	Amendment 14 to Genzyme Solicitation/Recommendation Statement on Schedule 14D-9, filed with the U.S. Securities and Exchange Commission (the "SEC") on December 23, 2010
8	Sanofi Current Report on Form 6-K, filed with the SEC on July 11, 2011 (excerpt)
9	Sanofi Current Report on Form 6-K, filed with the SEC on November 14, 2011 (excerpt)
10	Jeffrey A. Cohen, Alasdair J. Coles, *et al.*, *Alemtuzumab versus interferon beta 1a as first-line treatment for patients with relapsing-remitting multiple sclerosis: a randomized controlled phase 3 trial*, 380 Lancet 1819-28 (November 2012)
11	Alasdair J. Coles, Cary L. Twyman, *et al.*, *Alemtuzumab for patients with relapsing multiple sclerosis after disease-modifying therapy: a randomized controlled phase 3 trial*, 380 Lancet 1829-39 (November 2012)
12	Sanofi Current Report on Form 6-K, filed with the SEC on July 27, 2012 (excerpt)
13	European Medicines Agency, Summary of Positive Opinion for Lemtrada, June 27, 2013 <available at http://www.ema.europa.eu/docs/en_GB/document_library/Summary_of_opinion_-_Initial_authorisation/human/003718/WC500144904.pdf>
14	European Commission, Commission Implementing Decision for Lemtrada, September 12, 2013 <available at http://ec.europa.eu/health/documents/community-register/2013/20130912126598/dec_126598_en.pdf>
15	Health Canada, Drug Product Database: Lemtrada <available at http://webprod5.hc-sc.gc.ca/dpd-bdpp/info.do?code=90290&lang=eng>
16	Therapeutic Goods Administration, Product Information for Lemtrada <available at

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	https://www.ebs.tga.gov.au/ebs/picmi/picmirepository.nsf/pdf?OpenAgent&id=CP-2013-PI-02549-1>
17	Comisión Federal para la Protección contra Riesgos Sanitarios, Press Release, January 25, 2015: La Secretaría de Salud Autorizó 32 Nuevas Medicinas en 2014 <available at http://www.cofepris.gob.mx/Documents/NotasPrincipales/25012015.pdf>
18	La Administración Nacional de Medicamentos, Alimentos y Tecnología Médica, Disposición 4377-14: Lemtrada, June 23, 2014 <available at http://www.anmat.gov.ar/boletin_anmat/Junio_2014/Dispo_4377-14.pdf>
19	FDA Summary Minutes of the Peripheral and Central Nervous System Drugs Advisory Committee Meeting on November 13, 2013, approved January 14, 2014 <available at http://www.fda.gov/downloads/AdvisoryCommittees/CommitteesMeetingMaterials/Drugs/PeripheralandCentralNervousSystemDrugsAdvisoryCommittee/UCM386058.pdf>
20	Sanofi Current Report on Form 6-K, filed with the SEC on June 2, 2014 (excerpt)
21	Sanofi Current Report on Form 6-K, filed with the SEC on July 31, 2014 (excerpt)
22	Sanofi Current Report on Form 6-K, filed with the SEC on February 5, 2015 (excerpt)
23	Sanofi Current Report on Form 6-K, filed with the SEC on April 30, 2015 (excerpt)
24	Sanofi Current Report on Form 6-K, filed with the SEC on October 29, 2015 (excerpt)

3. I declare under penalty of perjury that the foregoing is true and correct.

Executed on: January 29, 2016

/s/ Joshua S. Amsel
Joshua S. Amsel